FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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OMB APPROVAL

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6) AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial								
rienx		Serial						
DAT	E RECEI	VED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
\$2,500,000 of Series A Participating Convertible Preferred Stock in Compact Power, Inc. and \$2,950,000 129	6 Senior Subordinated Debt
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section	4(6) XULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	IN THE PART WHE WIND THE WATER
Compact Power, Inc.	04006055
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Names (menuing Area Code)
3326 Highway 51, Fort Mill, South Carolina 29715	800-476-9673
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
	BBACTCCET
Wholesaler of specialized compact hydraulic power equipment	FROCE39EF
Type of Business Organization	
corporation limited partnership, already formed other (please specify): 1 JAN 22 2004
business trust limited partnership, to be formed	
Month Year	THOMSON FINANCIAL
Actual or Estimated Date of Incorporation or Organization: 1 2 0 3	FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	Actual Estimated
CN for Canada; FN for other foreign jurisdiction	
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230.501 et seq. or 15
U.S.C. 77d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A r	
and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given belo	w or, if received at that address after the date
on which it is due, on the date it was mailed by United States registered or certified mail to that address:	
THE MIDDLE THE CONTRACT OF THE PROPERTY OF THE	

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Roger S. Braswell Business or Residence Address (Number and Street, City, State, Zip Code) 3326 Highway 51, Fort Mill, South Carolina 29715 Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Saint Cloud Capital LLC Business or Residence Address (Number and Street, City, State, Zip Code) 20866 Wilshire Boulevard, Los Angeles, California 90024 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dogwood Equity Business or Residence Address (Number and Street, City, State, Zip Code) 316 West Edenton Street, Suite 110, Raleigh, North Carolina 27603 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Compact Investment Partners LLC Business or Residence Address (Number and Street, City, State, Zip Code) 3326 Highway 51, Fort Mill, South Carolina 29715 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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1.	Has the issu	er sold, or o	does the issu	er intend to	sell, to non	-accredited	investors in	this offerin	g?		Yes	No ⊠
			Answ	er also in A	Appendix, C	olumn 2, if	filing under	ULOE.				
2.	What is the minimum investment that will be accepted from any individual?											
3.	Does the offering permit joint ownership of a single unit?											
4.	Enter the in remuneratio person or ag than five (5 dealer only.	n for solici gent of a br) persons to	tation of pu oker or deal	rchasers in ler registere	connection d with the S	with sales of SEC and/or	of securities with a state	in the offer or states, I	ing. If a plist the name	erson to be of the brol	listed is an ker or dealer	associated r. If more
	ne (Last name ne Securities I		lividual)					- 19				
	or Residence est Higgins Ro										,	
	Associated B rudzinski	Broker or De	ealer									
States in	Which Perso	n Listed Ha	s Solicited o	or Intends to	Solicit Pur	chasers		-				
(Ch [AL] [IL] [MT] [RI]	eck "All State [AK] [IN] [NE] [SC]X	es" or check [AZ] [IA] [NV] [SD]	individual [AR] [KS] [NH] [TN]	States) [CA]X [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]X [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [ID] [MO] [PA] [PR]
Full Nan	ne (Last name	first, if ind	ividual)									
Business	or Residence	Address (1	Number and	Street, City	, State, Zip	Code)						
Name of	Associated B	roker or De	ealer						<u> </u>			
States in	Which Person	n Listed Ha	s Solicited o	or Intends to	Solicit Pur	chasers						
(Ch [AL] [IL] [MT] [RI]	eck "All State [AK] [IN] [NE] [SC]	es" or check [AZ] [IA] [NV] [SD]	individual [AR] [KS] [NH] [TN]	States) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [ID] [MO] [PA] [PR]
Full Nam	ne (Last name	first, if ind	ividual)									
Business	or Residence	Address (N	Number and	Street, City	, State, Zip	Code)						
Name of	Associated B	roker or De	ealer								· · · · · · · · · · · · · · · · · · ·	
States in	Which Person	n Listed Ha	s Solicited o	or Intends to	Solicit Pur	chasers			•			
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[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

Enter the aggregate offering price of securities in already sold. Enter "0" if answer is "none" or "ze check this box \sum and indicate in the columns be exchange and already exchanged.	ero." If the transaction is an exchange offer	ering,		
Type of Security	Aggregate Offering Price		nt Already Sold	
Debt Equity		\$ <u>2,950</u> \$	0,000	
Common Prefe	erred			
Convertible Securities (including warrants) Partnership Interests Other (Specify: Total	\$	\$ \$	0,000	
Enter the number of accredited and non-accredite aggregate dollar amounts of their purchases. For purchased securities and the aggregate dollar amount or "zero."	ed investors who have purchased securities offerings under Rule 504, indicate the nur	nber of persons	s who have	
01 2010.	Number Investors	Aggrega Dollar An of Purcha	nount	
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only).		\$ <u>5,450</u> \$ \$	0,000	
If this filing is for an offering under Rule 504 or 5 offerings of the types indicated, in the twelve (12)				
listed in Part C – Question 1.	Type of	Dollar	Amount	
Type of Offering	Security		Sold	
Rule 505 Regulation A. Rule 504 Total		\$ \$ \$		
a. Furnish a statement of all expenses in connection relating solely to organization expenses of the issuexpenditure is not known, furnish an estimate and	uer. The information may be given as sub			
Transfer Agent's Fees			\$	
Printing and Engraving Costs			\$	_
Legal Fees		\boxtimes	\$200,000	_
Accounting Fees			\$	 -
Sales Commissions (specify finders' fee	es separately)	\boxtimes	\$ <u>144,000</u>	
Other Expenses (identify) out of poo	cket expense reimbursements	\boxtimes	\$15,000	
Total		1521	\$359,000	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER	R OF INVESTORS, EXPENSES	AND	USE OF PROC	CEEDS
5.	b. Enter the difference between the aggresponse to Part C – Question 1 and tota to Part C – Question 4.a. This difference the issuer." Indicate below the amount of the adjust used or proposed to be used for each of for any purpose is not known, furnish at left of the estimate. The total of the pay adjusted gross proceeds to the issuer set	al expenses furnished in response the is the "adjusted gross proceeds to the ted gross proceeds to the purposes shown. If the amount in estimate and check the box to the tyments listed must equal the			\$ <u>5,091,000</u>
	Question 4.b above.			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			\$	\$
	Purchase of real estate			\$	\$
	Purchase, rental or leasing and install	ation of machinery and equipment	\boxtimes	\$	\$ <u>1,991,200</u>
	Construction or leasing of plant build	ings and facilities		\$	\$
	Acquisition of other businesses (incluinvolved in this offering that may be securities of another issuer pursuant t	used in exchange for the assets or		\$	\$
	Repayment of indebtedness			\$	\$
	Working capital		\boxtimes	\$	\$3,099,800
	Other (specify):				
				\$	\$
	Column Totals		\boxtimes	\$	\$ <u>5,091,000</u>
	Total Payments Listed (column total	als added)			.000_
		D. FEDERAL SIGNATURE	lini il	ika satistikan	
uno Exe	e issuer has duly caused this notice to be ler Rule 505, the following signature con change Commission, upon written requ redited investor pursuant to paragraph (b	stitutes an undertaking by the issuencest of its staff, the information f	to fu	rnish to the U.S	. Securities and
	er (Print or Type) spact Power, Inc.	ignature Braswell		Date /-/2-0	4
Nan	ne of Signer (Print or Type) T	itle of Sener (Print or Type) Chief Executive Officer	1		
		ATTENTION			
I	ntentional misstatements or omissions	of fact constitute federal criminal	viola	tions. (See 18 U	J.S.C. 1001.)

	E. STATE SIGNATURE								
	E. STATE SIGNATURE								
1. Is any party described in 17 CFR 230.0	262 presently subject to any of the disqualific	Ye cation provisions	es No						
of such rule?									
	See Appendix, column 5, for state response.								
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.									
	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
entitled to the Uniform Limited Offeri	the issuer is familiar with the conditions that ng Exemption (ULOe) of the state in which t e availability of this exemption has the burde	his notice is filed and							
The issuer has read this notification and it on its behalf by the undersigned duly auth	knows the contents to be true and has duly corized person.	caused this notice to b	e signed						
Issuer (Print or Type)	Signature 7 M	Date							
Compact Power, Inc.	Doger Fraswell	1-12-04							
Name of Signer (Print or Type)	Title (Paint or Type)								
Roger S. Braswell Chief Executive Officer									

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

Intend to sell to non-accredited investors in State (Part C- Item 1) State Yes No Investors Amount Investors Amount Yes Non-Accredited Investors Investors Amount Yes Non-Accredited Investors In	1	2		3		4				5
Number of Accredited Amount Amount Accredited Amount Amount Accredited Amount Accredited Amount Accredited Amount Accredited Amount Amoun		to non-acc	redited n State	security and aggregate offering price offered in state (Part C-	amount purchased in State			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1)		
AK		Yes	No		Accredited	Amount	Non- Accredited	Amount	Yes	No
AZ AR CA X Stock 550,000 Section 5500,000 CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MI MN										
AR										
CA										
Septer Substituted Outs - \$500,000	AR									
CO CT DE DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI	CA		X	Stock - \$500,000 Senior Subordinated	1	\$1,090,000				X
DE DC	СО			Debt - 3290,000						
DC FL	CT									
FL GA	DE									
HI						····				
ID	GA									
IL	HI									
IN IA KS KY LA ME MD MA MI MI MN	ID									
IA	IL									
KS	ĪN					- A-ta-				
KY Image: Control of the c	ΙΑ									
LA Image: contraction of the contraction of	KS									
ME	KY		<u> </u>							
MD	LA									
MA MI MN	ME									
MI MN	MD									
MN	MA									
	MI				and the second s					
MS S	MN							*		
	MS		-							
MO MO	МО									

APPENDIX

1	2		3		4				5	
	Intend to to non-acc investors i (Part B-Io	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	a	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1)		
State MT	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
NE NV										
NH		_								
NJ										
NM										
NY										
NC		X	Convertible Preferred Stock - \$1,500,000 Senior Subordinated Debt - \$1,770,000	1	\$3,270,000				X	
ND			Deat - \$1,170,000							
ОН		 								
OK										
OR		 								
PA		 								
RI										
SC		X	Convertible Preferred Stock - \$500,000 Senior Subordinated	1	\$1,090,000		:		X	
SD			Debt - \$590,000							
TN										
TX										
UT		-					-			
VT										
VA										
WA		 								
WV										
WI										
WY		-								
PR										